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IT IS SO ORDERED.

Dated: July 24, 2019



ALAN M. KOSCHIK  
U.S. Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF OHIO  
EASTERN DIVISION

In re:	)	Chapter 11
	)	
FIRSTENERGY SOLUTIONS CORP., <i>et al.</i> , <sup>1</sup>	)	Case No. 18-50757
	)	(Jointly Administered)
Debtors.	)	
	)	
	)	Hon. Judge Alan M. Koschik
	)	

**OMNIBUS ORDER AWARDING INTERIM ALLOWANCE OF COMPENSATION  
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES  
REGARDING THE PERIOD DECEMBER 1, 2018 THROUGH MARCH 31, 2019**

Upon consideration of the applications (the “Interim Applications”) identified on Exhibit A, attached hereto and incorporated by reference, of the entities identified on Exhibit A (the “Applicants”) for interim allowance of fees for professional services rendered and expenses incurred during the periods set forth on Exhibit A; pursuant to the *Order Establishing*

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: FE Aircraft Leasing Corp. (9245), case no. 18-50759; FirstEnergy Generation, LLC (0561), case no. 18-50762; FirstEnergy Generation Mansfield Unit 1 Corp. (5914), case no. 18-50763; FirstEnergy Nuclear Generation, LLC (6394), case no. 18-50760; FirstEnergy Nuclear Operating Company (1483), case no. 18-50761; FirstEnergy Solutions Corp. (0186), and Norton Energy Storage L.L.C. (6928), case no. 18-50764. The Debtors’ address is: 341 White Pond Dr., Akron, OH 44320.

*Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 427]; and the Court having reviewed the Interim Applications, and the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the Interim Applications was adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the Interim Applications, including the U.S. Trustee; and objections, if any, to the Interim Applications having been resolved, and upon the full record of all prior proceedings in these cases; and sufficient cause having been shown therefor; and the Direct Fee Review LLC (the “Fee Examiner”) having reviewed the Interim Applications pursuant to the procedures set forth in the *Order Appointing Fee Examiner and Establishing Related Procedures for the Review of Fee Applications of Retained Professionals* [Docket No. 1009]; and adjustments, if any, to the fees and expenses sought in the Interim Applications having been voluntarily made by the Applicants based on comments by the Fee Examiner as set forth in Exhibit A;

IT IS HEREBY ORDERED THAT:

1. The Interim Applications are approved in the respective amounts set forth on Exhibit A hereto.
2. The Debtors are authorized and directed to pay the Applicants (and the Applicants are authorized to apply the balance of any unapplied advance or retainer toward payment of) the applicable amounts listed on Exhibit A that have not yet been paid.
3. The Debtors are authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.
4. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

5. This Order shall be effective immediately upon entry.

# # #

SUBMITTED BY:

/s/ Kate M. Bradley

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**EXHIBIT A**

<b>Applicant</b>	<b>Period</b>	<b>Amount of Fees Requested in the Application</b>	<b>Amount of Expenses Requested in the Application</b>	<b>Agreed Reduction in Fees</b>	<b>Agreed Reduction in Expenses</b>	<b>Amount of Fees to be Paid</b>	<b>Amount of Expenses to be Reimbursed</b>	<b>Outstanding Amount to Be Paid<sup>1</sup></b>
<b>Akin Gump Strauss Hauer &amp; Feld LLP</b> <i>As Counsel for the Debtors</i> [Docket No. 2629]	12/1/2018-03/31/2019	\$11,847,536.25	\$537,153.01	\$64,640.75	\$6,108.31	\$11,782,895.50	\$531,044.70	\$2,298,758.19
<b>BDO USA, LLP</b> <i>As Accountant and Auditor to the Debtors</i> [Docket No. 2630]	12/1/2018-03/31/2019	\$597,239.00	\$17,178.74	\$715.00	\$558.54	\$596,534.00	\$16,620.20	\$111,304.26
<b>Brouse McDowell, LPA</b> <i>As Co-Counsel for the Debtors</i> [Docket No. 2631]	12/1/2018-03/31/2019	\$368,326.00	\$7,984.51	\$331.00	\$0.00	\$367,995.00	\$7,984.51	\$73,334.20
<b>FTI Consulting, Inc.</b> <i>As Financial Advisor to the Official Committee of Unsecured Creditors</i> [Docket No. 2624]	12/1/2018-03/31/2019	\$1,158,146.00	\$3,311.13	\$0.00	\$0.00	\$1,158,146.00	\$3,311.13	\$231,629.20
<b>Hahn Loeser &amp; Parks LLP</b> <i>As Co-Counsel to the Official Committee of Unsecured Creditors</i> [Docket No. 2627]	12/1/2018-03/31/2019	\$216,469.50	\$1,204.58	\$0.00	\$0.00	\$216,469.50	\$1,204.58	\$43,293.90
<b>Hogan Lovells US LLP</b> <i>As Special Counsel to the Debtors</i> [Docket No. 2632]	12/1/2018-03/31/2019	\$525,724.00	\$511.35	\$210.50	\$0.00	\$525,513.50	\$511.35	\$104,934.30

<sup>1</sup> This column reflects the amount that remains to be paid, *i.e.*, previous holdbacks less the agreed adjustments.

<b>Applicant</b>	<b>Period</b>	<b>Amount of Fees Requested in the Application</b>	<b>Amount of Expenses Requested in the Application</b>	<b>Agreed Reduction in Fees</b>	<b>Agreed Reduction in Expenses</b>	<b>Amount of Fees to be Paid</b>	<b>Amount of Expenses to be Reimbursed</b>	<b>Outstanding Amount to Be Paid<sup>1</sup></b>
<b>Honigman LLP</b> <i>As Counsel to the Independent Manager of FirstEnergy Generation, LLC</i> [Docket No. 2633]	12/1/2018-03/31/2019	\$210,157.00	\$6,161.30	\$2,509.00	\$511.61	\$207,648.00	\$5,649.69	\$38,280.39
<b>ICF Resources LLC</b> <i>As Energy Market Advisor to the Debtors</i> [Docket No. 2634]	12/1/2018-03/31/2019	\$554,390.00	\$10,439.00	\$0.00	\$0.00	\$554,390.00	\$10,439.00	\$564,829.00
<b>KPMG LLP</b> <i>As Tax Consultants to the Debtors</i> [Docket No. 2635]	10/1/2018-03/31/2019	\$847,506.10	\$70.00	\$27.00	\$0.00	\$847,479.10	\$70.00	\$169,474.22
<b>Lazard Freres &amp; Co.<sup>2</sup></b> <i>As Investment Banker to the Debtors</i> [Docket No. 2636]	12/1/2018-03/31/2019	\$3,785,052.00	\$24,533.54	\$0.00	\$0.00	\$3,785,052.00	\$24,533.54	\$757,010.40
<b>Middle River Power, LLC</b> <i>As Consultant to the Debtors</i> [Docket No. 2637]	11/1/2018-03/31/2019	\$1,500,000.00	\$105,688.72	\$0.00	\$4,090.69	\$1,500,000.00	\$101,598.03	\$295,909.31
<b>Milbank, Tweed, Hadley &amp; McCoy LLP</b> <i>As Counsel to the Official Committee of Unsecured Creditors</i> [Docket No. 2621]	12/1/2018-03/31/2019	\$2,813,908.00	\$106,191.04	\$9,273.50	\$213.28	\$2,804,634.50	\$105,977.76	\$553,294.82

<sup>2</sup> The Fee Examiner's review of Lazard's Fee Application was limited to reimbursement of legal fees and expenses.

<b>Applicant</b>	<b>Period</b>	<b>Amount of Fees Requested in the Application</b>	<b>Amount of Expenses Requested in the Application</b>	<b>Agreed Reduction in Fees</b>	<b>Agreed Reduction in Expenses</b>	<b>Amount of Fees to be Paid</b>	<b>Amount of Expenses to be Reimbursed</b>	<b>Outstanding Amount to Be Paid<sup>1</sup></b>
<b>PJT Partners LLP<sup>3</sup></b> <i>As Investment Banker to the Official Committee of Unsecured Creditors</i> [Docket No. 2622]	12/1/2018-03/31/2019	\$700,000.00	\$2,614.97	\$0.00	\$0.00	\$700,000.00	\$2,614.97	\$140,000.00
<b>Quinn Emanuel Urquhart &amp; Sullivan, LLP</b> <i>As Special Litigation Counsel to the Debtors</i> [Docket No. 2639]	08/1/2018-03/31/2019	\$46,290.72	\$67.68	\$222.75	\$0.00	\$46,067.97	\$67.68	\$9,035.39
<b>Ropes &amp; Gray LLP</b> <i>As Counsel to the Independent Manager of FirstEnergy Nuclear Generation, LLC</i> [Docket No. 2619]	12/1/2018-03/31/2019	\$657,105.00	\$7,240.26	\$61,175.00	\$1,630.68	\$595,930.00	\$5,609.58	\$68,615.32
<b>Sitrick and Company, Inc.</b> <i>As Corporate Communications Consultants to the Debtors</i> [Docket No. 2617]	12/1/2018-03/31/2018	\$388,291.50	\$26,996.91	\$1,768.00	\$119.61	\$386,523.50	\$26,877.30	\$75,770.69
<b>Willkie Farr &amp; Gallagher LLP</b> <i>As Special Counsel to the Independent Directors and Conflicts Counsel to the Debtors</i> [Docket No. 2628]	12/1/2018-03/31/2019	\$670,847.50	\$26,111.27	\$2,287.00	\$536.59	\$668,560.50	\$25,574.68	\$131,345.91

<sup>3</sup> The Fee Examiner's review of PJT's Fee Application was limited to reimbursement of legal fees and expenses and PJT requested \$0.00 in legal fees and expenses.